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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
IN-N-OUT BURGERS**

**FILED** *WDM*  
Secretary of State  
State of California *ls*

MAR 17 2016

The undersigned certify that:

1. They are the President and Secretary, respectively, of In-N-Out Burgers, a California corporation. *lee*

2. Article THIRD of the Amended and Restated Articles of Incorporation of this corporation is amended and restated in its entirety to read as follows:

"This Corporation is authorized to issue one class of stock designated "**Common Stock**." The number of shares of Common Stock this Corporation is authorized to issue is 200,000,000. The Common Stock shall be divided into two series designated respectively "Series A Common Stock" and "Series B Common Stock." The total number of shares of Series A Common Stock that may be issued is 2,000,000 and the total number of shares of Series B Common Stock that may be issued is 198,000,000. The Series A Common Stock shall have a par value of \$0.00001 per share and the Series B Common Stock shall have a par value of \$0.00001 per share. The Series A Common Stock and the Series B Common Stock shall participate and share alike in all dividends and distributions of assets upon liquidation or otherwise and shall be identical in all other respects, except that the holders of the Series B Common Stock shall have no voting power for any purpose whatsoever, except as otherwise provided by law, and the holders of Series A Common Stock shall have one vote per share for all purposes, except as otherwise provided by law."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Series A Common Stock of the Corporation is 64,328 and the total number of outstanding shares of Series B Common Stock of the Corporation is 6,368,472. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 16 2016

*Lynne Snyder-Ellingson*  
Lynne Snyder-Ellingson, President

*Arnold Weisinger*  
Arnold Weisinger, Secretary